

The Rhode Island Continuum of Care (RICOC)
Governance Charter

Updated November 4, 2021 by RICOC Membership for RI-500 Continuum of Care

Purpose of Charter

This RI Continuum of Care Governance Charter (“Charter”) identifies the goals, purpose, composition, responsibilities and governance structure of the Rhode Island Statewide Continuum of Care. The Continuum of Care’s legal authority is established by Subtitle C of Title IV of the McKinney-Vento Homeless Assistance Act, and is currently governed by Title 24 CFR Part 578, known as the Homeless Emergency Assistance and Rapid Transition to Housing Act of 2009 (“HEARTH”). HUD published the Continuum of Care (“COC”) Interim/Final Rule in the Federal Register on July 31, 2012.

A Continuum of Care assists individuals and families experiencing homelessness or those at-risk of homelessness, and provides the housing and support needed to rapidly and permanently end their homelessness and maintain stable housing. The Continuum of Care program promotes community-wide planning and strategic use of resources to: address homelessness; improve coordination and integration with mainstream resources and other programs targeted to people at risk of or experiencing homelessness; and improve data collection and performance measurement that allows each community to tailor its program to the particular strengths and challenges within that community. Representatives of relevant organizations within a geographic area establish a Continuum of Care to carry out the responsibilities set forth in the Continuum of Care Program Interim Rule.

This Charter re-establishes a Continuum of Care that serves the State of Rhode Island.

Article I: Name, Purpose and Responsibilities

A. Name. The name of this association is The Rhode Island Continuum of Care (the “RICOC”). The RICOC is an unincorporated association.

B. Purposes. The purposes of the RICOC are to:

- Promote communitywide commitment to employ best practices to end homelessness in Rhode Island;
- Secure funding for efforts by providers and government entities to prevent homelessness and quickly re-house homeless individuals, unaccompanied youth, and families in Rhode Island, while minimizing the trauma and dislocation that homelessness causes to individuals, families, and communities;
- Promote access to and effective utilization of mainstream programs by homeless individuals and families; and
- Optimize self-sufficiency among individuals and families that experience homelessness

C. Responsibilities. The RICOC will fulfill the responsibilities assigned to a Continuum of Care under Title 24 CFR Part 578 of the Code of Federal Regulations and will satisfy all other legal requirements necessary to secure maximum funding under relevant state and federal programs to end homelessness.

The Rhode Island Continuum of Care is advisory to the Housing Resources Commission ("HRC"). The RICOC may also make recommendations to the State's Interagency Council on Homelessness. Funding decisions of the RICOC will be presented at a meeting of the HRC for consideration and ratification.

Article II: Guiding Planning Document

Through its Housing Resources Commission and Interagency Council on Homelessness, the State of Rhode Island adopted Opening Doors Rhode Island ("ODRI"), a strategic plan to end homelessness. This plan, adopted in 2012 is fully aligned with the federal Opening Doors Plan to End Homelessness and serves as a guiding document for the RICOC.

ODRI's goals, strategies and objectives include:

- Eliminate homelessness among Veterans in five (5) years (2017);
- Eliminate chronic homelessness in five (5) years (2017);
- Significantly reduce homelessness among families, children and youth in ten (10) years (2022); and
- Set a path to reducing all homelessness.

Additionally, the RICOC utilizes evidence based best practices, HUD resources and guidance, and its local experience including lived experience of homelessness to guide RICOC planning. The RICOC is a HUD designated Youth Homelessness Demonstration Program community and is currently overseeing the Coordinated Community Planning process to End Youth Homelessness with the goal of submission of that plan to HUD in March 2022.

Article III: RICOC Members and Meetings

A. Eligibility for Membership. Membership is available to (i) individuals with professional experience as demonstrated through affiliation with relevant organizations and agencies within Rhode Island and/or lived experience of homelessness (ii) individuals interested in the well-being of households with experience of homelessness. Interested individuals must have attended at least one RICOC meeting within the last calendar year to be eligible to apply for Membership. Relevant organizations include the following:

- Advocacy organizations
- Affordable housing developers

- Businesses
- Faith-based organizations
- Hospitals
- Law enforcement organizations
- Mental health agencies
- Nonprofit homeless assistance providers
- Organizations that serve veterans
- Organizations that serve households experiencing homelessness
- Political subdivisions and other government entities
- Person(s) with lived experience of homelessness
- Public housing agencies
- School districts
- Social service providers
- Universities
- Victim service providers

The RICOC should strive for geographic, cultural and racial diversity of its membership, particularly with regard to the provider and agency categories.

B. Limit on Number of Voting Members from One Organization. Two (2) or more individuals affiliated with a single relevant organization may be members of the RICOC. However, only one such individual affiliated with a single relevant organization may exercise a vote. That voting member will be specified in writing to the COC Planner.

C. Invitation for New Members. On an annual basis the RICOC, through the Continuum of Care Planner, will determine whether all current members intend to continue as members during the next calendar year. In addition, the RICOC will extend invitations for membership by (1) distributing invitations to relevant organizations and individuals interested in the well-being of homeless and formerly homeless people in Rhode Island; (2) using as many outlets as practical to advertise to these relevant organizations and individuals and (3) requesting membership effort to support recruitment of people representative of the population served.

D. Responsibilities of Full Membership.

- Members will vote to elect candidates from among the Membership to fill Board seats as vacancies arise.
- Members will vote to approve the governance framework outlined in Articles I through X of the Charter and any subsequent changes or additions to that framework.

- Members agree to attend four (4) Membership meetings annually.

E. Enrollment of Members. The Continuum of Care Planner, as defined within the RICOC Policies and Procedures, will prepare a membership slate for Board consideration of the applications received for interested ongoing and new membership. New members are solicited annually by the Continuum of Care Planner and Membership.

F. Membership Meetings. Each calendar year at least four (4) meetings of all members will be held at approximately three-month intervals on the days and times set forth in a schedule distributed to members at the beginning of the calendar year. The meetings will serve as conferences on ending homelessness in Rhode Island. The agenda for the Membership Meetings of the RICOC will include as needed:

- Review of proposed changes to the RICOC's governance framework followed by a vote on those changes. If a quorum of Membership, as quorum is defined by the Rhode Island Open Meetings Act, is not present to convene a Membership meeting to vote on proposed changes to the RICOC's governance framework, then the Board may vote on such changes, if a quorum of the Board of Directors is present in that same meeting so long as the meeting has been properly noticed. If a quorum of the Board is not present in that same meeting, then the Board may vote on proposed changes to the RICOC's governance framework at the next properly noticed meeting of the Board of Directors at which a quorum is present.
- Election of Member(s) to the Board of Directors
- Topics related to ending homelessness in Rhode Island (for example, progress reports from committees or state, regional, or national working groups; field reports; best practices; new evidenced-based approaches; or other information sharing)
- Other business the Board chooses to put before Members.

H. Special Membership Meetings. Special meetings may be called with the approval of the Board or upon written request by at least of thirty (30%) percent of the current RICOC Membership, submitted to the Chair of the Board with a copy to the Continuum of Care Planner. The Continuum of Care Planner will coordinate special meetings.

I. Notice of Membership Meetings. The Rhode Island Open Meetings Act will govern meetings of the RICOC Membership. The Continuum of Care Planner will send notice of the place, the date, time and agenda of each regular and special meeting by e-mail at least three (3) business days before the meeting date. If requested, notice may be sent by other reasonable means of communication.

J. Voting. Issues presented to RICOC Membership for a vote will be decided by a simple majority of the voting Membership in attendance at that Membership meeting.

K. Membership Minutes. Minutes at every Membership meeting will be recorded and made available to the public in accordance with the Rhode Island Open Meetings Act.

Article IV: RICOC Board of Directors

A. Composition. The composition of the RICOC Board will be in accordance with all pertinent HUD requirements of the Continuum of Care program.

The Board of the RICOC will consist of 17 RICOC members. One board member may represent the interests of more than one subpopulation and stakeholder group described below. The Board must be reflective of the population served by the RICOC with respect to race, ethnicity, sex, age, sexual orientation, and gender identity, and include:

- At least three individuals with lived experience of homelessness and representative of the various subpopulations served by the RICOC, such as veterans, the chronically homeless, families with children, unaccompanied youth, and victims of domestic violence, dating violence, sexual assault and stalking, to the extent that someone is available and willing to represent that subpopulation on the board.;
- At least two individuals who are members of the Youth Action Board
- At least two individual representatives of organizations providing housing or services for the homeless;
- Individual members from the public and private sectors; and
- Individual representatives of the various subpopulations served by the RICOC, such as persons with substance use disorders, persons with HIV/AIDS, veterans, the chronically homeless, families with children, unaccompanied youth, the seriously mentally ill, and victims of domestic violence, dating violence, sexual assault and stalking, to the extent that someone is available and willing to represent that subpopulation on the board. One board member may represent the interests of more than one homeless subpopulation.
- No agency may have more than one (1) member on the Board of Directors.

B. The Board's Responsibilities. Except as provided in Article III(D), outlining the responsibilities of RICOC members, the Board will act on behalf of the RICOC to fulfill the responsibilities assigned to continuums of care by HUD.

The Board's primary responsibilities under applicable federal requirements are:

- Operate the RICOC;
- Designate a Homeless Management Information System ("HMIS") Lead Agency;
- Oversee the operations of HMIS;
- Ensure the HMIS is administered in compliance with requirements prescribe by HUD;
- Conduct planning activities;

- Designate a Collaborative Applicant for the annual Continuum of Care application;
- No less frequently than every five (5) years following the initial approval of the Charter, review, update, and approve the process for selecting Directors.

Operations:

The Board governs the following operational activities:

- Hold meetings of the full membership;
- Cause to be conducted an annual invitation to new members; vote to approve new members;
- Appoint Committee, Subcommittee and Working Groups as needed. Standing Committees will report to the Board;
- Establish and monitor performance targets in consultation with recipients and subrecipients and take action on poor performers;
- Monitor performance and outcomes of programs and report findings to HUD;
- Establish and oversee a Coordinated Entry System in consultation with Emergency Solutions Grant (ESG) recipient(s) that meets the necessary requirements outlined in the Interim Rule and the additional definitions and requirements specified in the HUD Notice Establishing Additional Requirements for a Continuum of Care Centralized or Coordinated Assessment System.
- With approval by or ratification of the Housing Resources Commission, approve and cause to be submitted the annual application for funding to HUD in accordance with the requirements outlined in the Notification of Funding Availability (NOFA) published by HUD;
- Establish priorities for funding projects in the state of Rhode Island and a project selection process that is transparent, inclusive and based on standards in 24 CFR 578.19(b); and
- In consultation with Emergency Solutions Grant (ESG) recipients (State Office of Housing and Community Development, Cities of Pawtucket, Providence and Woonsocket) establish criteria for ESG & RICOC funding, as outlined in 24 CFR 578.7(a)(9).

Homeless Management Information System ("HMIS"):

The Board governs the following activities, which are carried out by the HMIS "Lead Agency." Policies and procedures relative to the HMIS are fully set forth in the Rhode Island Homeless Management Information System Policies and Procedures as may be amended from time to time:

- Designates a single HMIS for the state of Rhode Island;
- Designates a single eligible applicant to serve as HMIS Lead Agency;
- Review, revise, and approve privacy, security, and data quality plans;
- Ensure consistent participation of recipients and sub-recipients in HMIS; and
- Ensure HMIS is in compliance with HUD regulations.

Planning:

The Board may have additional duties as needed, including:

- Establishing Ad Hoc working groups;
- Evaluating the conduct of directors, especially their compliance with the conflict of interest and attendance policies, as set forth in this governance charter;
- Taking action to correct or recommend the removal of directors who are not fulfilling their responsibilities with a majority vote of the Board;
- Providing information to all RICOC members at the beginning of each calendar year of the work that each Board committee will undertake during the year, if such work is not already clearly defined in this charter; and
- Ensuring that each committee chair develops a reasonable schedule of meetings for the year.
- Meaningful participation and ongoing attendance for at least one RICOC Standing Committee meeting (as defined at Article VII.)

Committees will draft and annually review policies and procedures and monitor operations relating to their discrete areas of responsibility and make recommendations for updates or changes. However, unless otherwise specified in this charter or approved by the Board, no committee of the Board may adopt policies or procedures or take any action on behalf of the RICOC without approval of or ratification by the full Board.

C. Term of Office. Directors will serve two (2) year terms. There is no limit to the number of terms that a Director may serve. At the end of a Director’s term, the Continuum of Care Planner will initiate the nomination process set forth in section D below. The Continuum of Care Planner will assess the incumbent Director’s interest in continuing for another term and, if the Director is interested in continuing to serve on the Board, the Continuum of Care Planner will submit the Director’s name to the Membership for a vote along with the other candidates recommended by the Membership pursuant to the process set forth in section D below.

D. Director Nomination and Selection Process. Annually, the Continuum of Care Planner will solicit nominations from the RICOC’s Governance and Nominating Committee for candidates

for potential election to the Board. The Governance and Nominating Committee will nominate those candidates who:

- Help satisfy the Board composition requirements of Article IV(A);
- Bring valuable experience and expertise to the Board; and
- Have proven their interest, diligence, and effectiveness in helping the RICOC fulfill its purposes.
- Complete an application for nomination for the RICOC Board of Directors; this application must be submitted to the Governance Committee at least one month prior to the election.

Directors will be elected by a vote of the Membership. If a quorum of Membership, as quorum is defined by the Rhode Island Open Meetings Act, is not present to convene a Membership meeting to vote on election of Board member(s) then the Board may vote to elect Directors at the next properly noticed meeting of the Board of Directors at which a quorum is present.

To support the Membership in achieving that the Board be reflective of the population served by the RICOC with respect to race, ethnicity, sex, age and gender identity, the Governance Committee will share demographic reports of the Board compared with reports of the population served by the RICOC to the Membership during the Board of Director election process. The Governance committee may also make recommendation(s) to the Membership of Board seats to set aside in an election for particular demographic group(s) based on the Boards current demographics.

E. Director Resignation and Removal. Directors may resign from the Board at any time by giving written or oral notice to the Board chair with a copy to the Continuum of Care Planner. In addition, directors may be removed from the Board by a majority vote of remaining Board members for repeated absence, misconduct, failure to participate, disruptive or obstructive conduct, or violation of conflict of interest policies.

F. Regular Board Meetings: The Board will meet no less than 6 times a year in accordance with a schedule given to all directors at the beginning of each calendar year. The Continuum of Care Planner will publish and maintain the meeting schedule.

G. Special Board Meetings: Special meetings of the Board may be convened by the Board chair or by petition or vote of at least 30 percent of the Directors. The Continuum of Care Planner will coordinate special meetings.

H. Notice of Board Meetings. The Continuum of Care Planner will post notice of the place, date, and time of each meeting of the Board to Directors in accordance with the Rhode Island Open Meetings Act.

I. Board Quorum. Rhode Island Open Meetings Act will govern meetings of the RICOC Board. A simple majority of the RICOC Board of Directors is required for a quorum.

J. Board Voting. All issues presented to Directors for a vote will be decided by a simple majority of Directors present at the applicable meeting.

K. Board Minutes. Minutes of every Board meeting will be recorded and made available to the public in accordance with the Rhode Island Open Meetings Act.

Article V: Board Officers

A. Officer Positions. The Board will have three officers: chair, vice chair, and secretary. No one may occupy more than one office at a time.

B. Election of Officers. Directors will elect officers from among the Board. Officer elections make take place annually or at the next scheduled meeting following a mid-term vacancy in any Officer position.

C. Terms of Office. Officers will serve two-year terms unless filling a mid-term vacancy, in which case an officer will serve for the remainder of their current Board term. There are no term limits for officers.

D. Resignation and Removal. An officer may resign from his/her office at any time by giving written or oral notice to the Board chair or vice chair with copy to the Continuum of Care Planner. In addition, officers may be removed from their positions by a majority vote of remaining Directors for repeated violation of the code of conduct or conflict of interest policies outlined in Article IX of this charter.

E. Duties of the Chair. The chair will preside over meetings of (1) RICOC members; and (2) the Board. Following the election of a new chair, the former chair will serve as an officer at large for six months. The chair must be eligible to participate without conflict of interest (as defined in Article IX) in all board, membership and standing committee discussion.

F. Duties of the Vice Chair. In the absence of the chair or in the event of a mid-term vacancy in the chair position, the vice chair will assume the duties of the chair. The vice chair must be eligible to participate without conflict of interest (as defined in Article IX) in all board, membership and standing committee discussion.

G. Duties of the Secretary. The Secretary will cause to be kept accurate minutes of Membership and Board meetings. In addition, the Secretary will ensure that:

- All minutes are promptly published; and
- Proper notice is issued for all Membership and Board meetings.

Article VI: Operating Committees - In General

A. Role of Committees. With the exception of work performed by the Continuum of Care Planner, the Continuum of Care is operated by unpaid volunteers who are organized into several standing Committees to carry out the day to day work of the Continuum. The standing committees of the Continuum will include the:

- Equity Committee
- Governance Committee
- Grievance Committee
- Recipient Approval and Evaluation Committee
- System Performance and Coordinated Entry System Advisory Committee
- Veterans Committee
- Youth Advisory Board
- Youth and Families Committee

The Standing Committees are further discussed in Article VII.

B. Committee Authority. Committees assist the Continuum to carry out routine operations. In some cases, Committees will provide recommendations or advice to the Board, but Committees do not have the authority to make decisions on behalf of the Continuum and are not subdivisions of the Board. No recommendations or actions taken by a committee will be considered actions of the Board without independent approval or ratification by the Board.

C. Committee Members and Chairs. The chair of each committee will be selected annually by the Board and each committee will include at least one Director. Non-directors and non-members may serve on committees.

The Continuum of Care Planner will provide an opportunity for RICOC Directors and Membership to volunteer for particular committees. Before selecting a chair for a committee, the Board will take into account:

- The relevance of the individual's experience and expertise to the work of the committee;
- The appropriate size of the committee and the unique contribution, if any, that the individual is likely to make to the committee's work;

- The potential conflicts of interest the individual will face in serving on that committee;
- The diligence and effectiveness the individual has demonstrated in carrying out previous assignments for the RICOC;
- The advantages of engaging as many interested members as possible in RICOC work; and
- The need to continuously cultivate new RICOC leaders.

The Board chair and the Continuum of Care Planner may participate on all committees.

D. Notice of Committee Meetings. Each committee chair will provide a meeting schedule to the Continuum of Care Planner who will distribute a complete committee meeting schedule to the Membership. Each committee chair will ensure that notice of the place, date, and time of each committee meeting will be sent to committee members by e-mail or any other reasonable means of communication in advance of the meeting date along with an agenda for the meeting.

E. Committee Recommendations. All committees must strive for consensus among their members in reaching recommendations to be put before the Board. If consensus cannot be achieved on an issue or recommendation, it will be presented to the Board as a whole.

F. Committee Minutes. Within two (2) weeks after every committee meeting a draft of the minutes of the meeting will be disseminated to participating members of the Committee by the Chair of the Committee or designee. Minutes will summarize the matters discussed at the meeting and reflect any recommendations reached and the reasons for those recommendations. In cases where a consensus has not been achieved, the arguments on all sides of an issue should be reflected, and committee participants may ask that their views be recorded in the minutes.

Article VII: Standing Committees

A. System Performance and Coordinated Entry Advisory Committee. The System Performance and Coordinated Entry Advisory Committee will collaborate with the Continuum of Care Planner, the Collaborative Applicant, HMIS Lead, CES Lead, services providers, and others to:

- Oversee the annual Point in Time count mandated by the Department of Housing and Urban Development (“HUD”);
- Develop performance measures and goals to evaluate Rhode Island's overall success in ending homelessness in the state using guidance available from HUD and making changes over time as necessary to incorporate any new regulations or guidance available from state and federal authorities;
- Track Rhode Island’s overall process in meeting performance goals and report findings to the RICOC Board.

- Solicit constituent, provider and cross sector partner feedback on the RI Statewide CES to inform RICOC Board recommendations
- Monitoring of key performance indicators of the Coordinated Entry System and recommending action as needed to support implementation, refinement and ongoing performance of the RI Statewide Coordinated Entry System.

B. Recipient Approval and Evaluation Committee. The Recipient Approval and Evaluation Committee will:

- Work with the Collaborative Applicant to design and implement a collaborative process for developing a consolidated application for Rhode Island programs and projects seeking Continuum of Care funding;
- Review and recommend for Board approval the consolidated application for Continuum of Care funding prepared by or caused to be prepared by the Collaborative Applicant;
- In accordance with federal regulation no Continuum of Care member or member of the public may participate in or influence Continuum of Care discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that a member represents and/or is receiving housing and/or services from.
- Review proposals for funding from agencies who wish to participate in the RICOC, or participating agencies who propose new programs or service delivery models;
- Evaluate reports provided by the Continuum of Care Planner on the performance of recipients and sub-recipients of Continuum of Care and Emergency Solutions Grant funding and recommend actions to be taken against poor performers;
- Use performance evaluations and funding priorities established by the Board to rank requests for Continuum of Care funding; and
- Develop and oversee the operation of grievance procedures for agencies related to RICoC funding decisions, including grievances of agencies whose applications for funding have not been approved by the RICOC.

C. Veterans Committee. The Veterans Committee will:

- Use a case conferencing, multidisciplinary approach as needed to share successes, navigate barriers and indicate challenges existing for veterans to meet the unique needs of the household, and to inform policy makers about policies which create barriers to successful placement.

D. Youth and Families Committee. The Youth and Families Committee will:

- Use a case conferencing, multidisciplinary approach as needed to share successes, navigate barriers and indicate challenges existing for unaccompanied youth and families

to meet the unique needs of the household, and to inform policy makers about policies which create barriers to successful placement.

E. Youth Action Board. The Youth Action Board will:

- Include at least three (3) youth and young adults with lived experiences of homelessness and housing instability, age 24 and under;
- Develop and recommend for Board approval and implementation a coordinated community plan to end youth and young adult homelessness in Rhode Island;
- Make recommendations to the Recipient Approval and Evaluation Committee and to the Board for action on funding opportunities and decisions relevant to youth and young adults ages 24 and under.

F. HMIS Committee. The HMIS Committee will work with the HMIS Lead to:

- Develop, annually review, and, as necessary, revise for Board approval a privacy plan, security plan, and data quality plan for the HMIS and all other policies and procedures required by regulations and notices issued by the Department of Housing and Urban Development; and
- Develop for Board approval and implement a plan for monitoring the HMIS to ensure that:
 - Recipients and sub-recipients consistently participate in the HMIS;
 - HMIS is satisfying the requirements of all regulations and notices issued by the Department of Housing and Urban Development; and
 - The HMIS Lead is fulfilling the obligations outlined in its memorandum of agreement with the RICOC, including the obligation to enter into written participation agreements with each contributing HMIS organization.

G. Grievance Committee. The Grievance Committee is the “External Review Committee” convened by the Housing Resources Commission; it will:

- Develop and oversee the operation of grievance procedures for informal and formal grievances of constituents, provider agencies, partner agencies, and the public
- When grievances relate to agencies whose applications for funding have not been approved by the RICOC, such grievances will be referred to the Recipient Approval and Evaluation Committee and the RICoC Board of Directors.

H. Governance Committee. The Governance Committee will:

- Oversee the ongoing compliance of the RICoC with its Governance Charter and make recommendations to the Board and Membership related to opportunities and decisions relevant to governance.
- Conduct at least annual review(s) of Governance Charter and Membership solicitation
- Nominate individuals from Membership for potential election to the Board of Directors
- Compare demographic reports of the Board with reports of the population served by the RICOC and make recommendation(s) to inform Board elections.

I. Equity Committee. The Equity Committee will:

- Build equity as a non-negotiable element of the RICOC's work by determining equity matrices and assuring these metrics are included in RICOC and homeless system's strategic planning and system performance criteria
- Develop, recommend for Board approval, and oversee an Equity Toolkit, which will include resources, policies and procedures for advancing the RICOC, its programs, and its recipient agencies towards identified equity benchmarks
- Make recommendations to other Standing Committees and to the Board of Directors and Membership for action and decisions relevant to advancing racial equity within the RICOC and its programs.

Article VIII: Appointment of Agents and Designation of HMIS System

A. HMIS Lead. The RICOC Board will designate RICOC's "HMIS Lead" agency. The HMIS Lead will fulfill the responsibilities outlined in the Memorandum of Agreement between the RICOC Board and the designated HMIS Lead.

B. Collaborative Applicant. The RICOC Board will designate the RICOC's "Collaborative Applicant". The Collaborative Applicant will fulfill the responsibilities outlined in the Memorandum of Agreement between the RICOC Board and the designated Collaborative Applicant. These responsibilities will include employing and supervising a Continuum of Care Planner who will carry out the duties outlined in this charter.

C. HMIS Designation. The RICOC Board will designate a single Homeless Management Information System for its geographic area. The responsibilities of this designation will be reflected in a Memorandum of Agreement between the RICOC Board and the designated HMIS Lead.

D. CES Lead. The RICOC Board will designate the Coordinated Entry System (CES) Lead agency(ies) for its geographic area. The responsibilities of this designation will be reflected in Memorandum of Agreement(s) between the RICOC Board and the designated CES Lead(s).

Article IX: Code of Conduct and Conflicts of Interest

A. Attendance and Conduct. Officers, Directors, Membership, committee participants, and other RICOC employees and agents must exercise care, diligence, and prudence when conducting RICOC business. These individuals must complete the work they have agreed to undertake in a timely manner. In addition, as required by their respective positions, they must attend meetings and be prepared to discuss matters presented for their deliberation.

B. Conflicts of Interest. The people of the State of Rhode Island believe that public officials and employees must adhere to the highest standards of ethical conduct, respect the public trust and the rights of all persons, be open, accountable and responsive, avoid the appearance of impropriety, and not use their position for private gain or advantage.

The Rhode Island Code of Ethics regulates the ethical conduct of elected and appointed public officials as well as state and municipal employees. To access specific sections of the Code, including those provisions regarding prohibited conduct, nepotism, gifts, and revolving door <http://www.ethics.ri.gov/code/> provides more information/detail.

As a condition for their participation on the RICOC Board, Directors voluntarily agree at appointment to strictly adhere to state and federal Conflict of Interest statutes, rules and regulations in conducting any business associated with the RICOC. Directors are required to disclose any personal, professional or business relationship to the Board prior to discussing and/or acting upon any matter in which a possible conflict, perceived or actual, exists. Rules for recusal as set forth in the Rhode Island Code of Ethics will be followed whenever appropriate. Directors must review their responsibilities as described in this charter and set forth in the code of ethics annually and sign a attestation to the governance committee.

Article X: Approval of Governance Charter and Subsequent Amendments

A. Scope of the Governance Charter. The governance charter of RICOC ("the Charter") includes Articles I through X, which establish a framework for governing RICOC, as well as appendices that establish the policies and procedures needed to comply with Subpart B of 24 CFR Part 578.

B. Approval and Subsequent Amendment of RICOC's Governance Framework. The governance framework outlined in Articles I through X of the Charter and every subsequent amendment to that framework must be approved by a simple majority of the RICOC Membership. If a quorum of Membership, as quorum is defined by the Rhode Island Open Meetings Act, is not present to convene a Membership meeting to vote on proposed changes to the RICOC's governance framework, then the Board may vote on such changes, if a quorum of the Board of Directors is present in that same meeting so long as the meeting has been properly noticed. If a quorum of the Board is not present in that same meeting, then the Board may vote

on proposed changes to the RICOC’s governance framework at the next properly noticed meeting of the Board of Directors at which a quorum is present.

C. Approval and Subsequent Amendment of Operating Policies and Procedures. The operating policies, procedures, and agreements incorporated into the Charter as appendices and every subsequent amendment or addition to those policies, procedures and agreements must be approved by the Board.

D. Regular Reviews of the Governance Charter. In consultation with the Collaborative Applicant, the HMIS lead, and the CES Lead(s), the Membership will review the Charter annually and may act to make changes to improve the functioning of RICOC and maintain compliance with federal and state regulations. If a quorum of Membership, as quorum is defined by the Rhode Island Open Meetings Act, is not present to convene a Membership meeting to vote on proposed changes to the RICOC’s governance framework, then the Board may vote on such changes, if a quorum of the Board of Directors is present in that same meeting so long as the meeting has been properly noticed. If a quorum of the Board is not present in that same meeting, then the Board may vote on proposed changes to the RICOC’s governance framework at the next properly noticed meeting of the Board of Directors at which a quorum is present.

Attachment A

History of Charter Review, Amendments and Approval:

| Date | Summary of Review including any amendments | Date presented to Membership |
|------------------|--|------------------------------|
| February 1, 2018 | Membership reviewed Article IV. Board of Directors; Membership voted to amend charter to reflect that “no agency may have more than one (1) member on the Board of Directors”. | February 1, 2018 |
| November 1, 2018 | Membership reviewed entire document and changes proposed by the COC Planner. Membership voted unanimously to approve the COC planner proposed changes with one additional amendment to the charter to change the name of the Families and Youth committee to the Families Committee throughout the document. | November 1, 2018 |
| May 2, 2019 | Membership reviewed entire document and changes proposed by the COC Planner. Membership voted unanimously to approve the proposed revisions with one additional edit to correct a typo on page 13. | May 2, 2019 |
| October 15, 2019 | RICoC Governance Committee Reviewed p 1-9 of the Charter and proposed redlined changes reflected in the revision proposed to Membership on November 7. | November 7, 2019 |

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| October 29, 2019 | RICoC Governance Committee Reviewed p 9-16 of the Charter and proposed redlined changes reflected in the revision proposed to Membership on November 7. | November 7, 2019 |
| December 10, 2019 | RICoC Governance Committee Reviewed the proposed November 7, 2019 charter and made additional edits to respond to feedback from the November meeting. Updated proposed redlined changes will be proposed to Membership on February 6, 2020. | February 6, 2020 |
| January 28, 2020 | RICoC Governance Committee Reviewed the proposed November 7, 2019 charter and made additional edits to respond to feedback from the November meeting. Updated proposed redlined changes will be proposed to Membership on February 6, 2020. | February 6, 2020 |
| February 6, 2020 | Membership considered Governance Committee's recommended updates to the charter and approved adoption unanimously. This included review and updating of the process for election of Membership to the Board of Directors. | February 6, 2020 |
| October 1 and 19, 2020 | Board and Governance Committee recommend update to create a new standing committee called the Equity Committee; responsibilities described in section VII. | November 5, 2020 |
| April 26, 2021 | Governance Committee recommends updates to Board of Director Nomination process and Governance Committee responsibilities | May 6, 2021 |
| September 28 and October 26, 2021 | Governance Committee recommends updates to Articles I, II, III,IV,VI, and IX. | November 4, 2021 |